

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City

State

Zip Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF LIMITED PARTNERSHIP

For use by Domestic Limited Partnerships

(Please read information and instructions on the last page)

L

Pursuant to the provisions of Act 213, Public Acts of 1982, the undersigned person(s) execute the following Certificate:

Section 1

The name of the limited partnership is:

Section 2

The general character of its business is:

Section 3

a. The address of the office at which the limited partnership records are kept is:

b. The name of the agent for service of process is:

c. The address of the agent for service of process is:

Section 4

The power of a limited partner to grant the right to become a limited partner to an assignee of any part of the partnership interest, and the terms and conditions of the power, are as follows:

[illegible]

The right of the limited partner to receive distributions of property, including cash, from the limited partnership, other than indicated in 5(b), is:

The right of the limited partner to receive, or a general partner to make to a limited partner, distributions of property, which include a return of all or any part of the limited partner's contribution, other than indicated in 5(b), is:

Section 8

The times or events at which the limited partnership is to be dissolved and its affairs wound up are:

Section 9

The right of the remaining general partner(s) to continue the business upon the event of withdrawal of a general partner is:

Section 10

Enter any other matters the partners may desire to include. If additional space is required attach a supplement. Attached are _____ page(s):

Section 11

Complete one section for each partner (general and limited). General partners must be listed first followed by limited partners.

Item 1 - The type of partner must be either general or limited.

Item 2 - Partner names of individuals must appear in the last name, first name, middle initial sequence. Partner names of trusts should be the trust name excluding the name of the trustee or trustees.

Item 3 - Indicate the business or residence address of the partner. The address should include the street number and name, city, state, and ZIP code.

ITEMS 4 & 5 - LIMITED PARTNERS ONLY - ONE OR BOTH MUST BE COMPLETED

Item 4 - If applicable, indicate the amount of cash previously contributed. If contributions have been made in the form of property or services, indicate the agreed dollar value of the contribution in the "other \$_____" space and complete Item 6.

Item 5 - If applicable, indicate the amount of cash to be contributed in the future and complete Item 7. If there are future contributions in the form of property or services, indicate the agreed dollar value of the contribution in the "other \$_____" space and complete Items 6 and 7.

Item 8 - This Certificate must be signed and dated by all partners (general and limited) named in the Certificate. A partner may sign by attorney in fact.

Section 11

1. Type of Partner <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> General</div> <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> Limited</div>	2. Partner Name (see instructions for Section 11, Item 2)
3. Address (No., Street, City, State, ZIP Code)	
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____	5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)	
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)	
8. Signature	9. Date

1. Type of Partner <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> General</div> <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> Limited</div>	2. Partner Name (see instructions for Section 11, Item 2)
3. Address (No., Street, City, State, ZIP Code)	
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____	5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)	
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)	
8. Signature	9. Date

1. Type of Partner <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> General</div> <div style="display: flex; align-items: center; margin-top: 5px;"><input type="checkbox"/> Limited</div>	2. Partner Name (see instructions for Section 11, Item 2)
3. Address (No., Street, City, State, ZIP Code)	
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____	5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)	
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)	
8. Signature	9. Date

Section 11 Continued

1. Type of Partner <input type="checkbox"/> General <input type="checkbox"/> Limited		2. Partner Name (see instructions for Section 11, Item 2)	
3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature		9. Date	

1. Type of Partner <input type="checkbox"/> General <input type="checkbox"/> Limited		2. Partner Name (see instructions for Section 11, Item 2)	
3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature		9. Date	

1. Type of Partner <input type="checkbox"/> General <input type="checkbox"/> Limited		2. Partner Name (see instructions for Section 11, Item 2)	
3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature		9. Date	

Preparer's Name _____

Business telephone number _____ () _____

INFORMATION AND INSTRUCTIONS

1. The Certificate of Limited Partnership cannot be filed until this form is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this Certificate.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Certificate is to be used for the purpose of forming a domestic limited partnership pursuant to Section 201 of Act 213, P.A. of 1982.
4. If additional space is required for any section, continue the section on a supplement. If one or more of section(s) 4 through 9 of this Certificate are not applicable, state "none".

5. Section 1 - The limited partnership name must contain, without abbreviation, the words "limited partnership". The name may not contain the name of a limited partner (unless the name is also the name of a general partner or the business of the limited partnership had been carried on under that name before the admission of that limited partner). The name may not contain any word or phrase indicating or implying that it is organized for a purpose other than described in Section 2 of the Certificate.
6. Section 3(a) - The limited partnership must keep at the office as required by Sec. 105(a)(1) of the Act (1) a current list of the full name and last known business or residence address of each partner, specifying separately the general partners and limited partners in alphabetical order within each category, (2) a copy of the Certificate of Limited Partnership and all Certificates of Amendment, Restated Certificates of Limited Partnership and Certificates of Assumed Name together with executed copies of any powers of attorney, (3) copies of the limited partnership's federal, state, and local income tax returns and reports, if any, for the three most recent years, and (4) copies of any then effective written partnership agreements and financial statements for the three most recent years.

Section 3(b) - The agent must be an individual resident of Michigan, a domestic corporation, or a foreign corporation authorized to do business in Michigan.

Section 3(c) - The address of the agent must be a location; P.O. Box addresses are not acceptable.

7. Section 10 - This Certificate is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated in this section.
8. NOTICE - "Units" and Limited Partnership Certificates - Although the Michigan Revised Uniform Limited Partnership Act (MRULPA), PA 213 of 1982, does not use the term "unit", documents are frequently submitted which refer to a "unit of interest", "unit of limited partnership", or a similar phrase. To form a limited partnership, two or more persons execute and file a *Certificate of Limited Partnership*. The Certificate must include the name and address of each partner and specify if they are general partners or limited partners.

The use of terminology other than general partner or limited partner in describing the interest of parties in the limited partnership is confusing. If the term "unit" is used in conjunction with "limited partnership interest", it may be a designation of units of a limited partnership interest and reflect the intention to create a master limited partnership. The names and addresses of the unit holders would not be required to be included in the *Certificate of Limited Partnership* unless the unit holder is also a limited partner. If the names and addresses of unit holders, other than limited partners, are included in the *Certificate of Limited Partnership* it will have a negative impact on the ability to freely trade the units as securities.

However, if the term "units" is intended to be synonymous with "limited partner", "unit" should be defined in the *Certificate of Limited Partnership* since the MRULPA does not use the term "unit".

9. Section 11 - The Certificate must be signed in ink by each partner.
10. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include limited partnership name on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
Bureau of Commercial Services
Corporation Division
7150 Harris Drive
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6420, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 241-9845